

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
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Delphi Corporation, et al., : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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**ORDER UNDER SECTIONS 328 AND 1103 OF THE  
BANKRUPTCY CODE AND BANKRUPTCY RULE 2014 AUTHORIZING  
THE EMPLOYMENT AND RETENTION NUNC PRO TUNC FROM AUGUST 5, 2008  
OF FARRELL FRITZ, P.C. AS CONFLICTS COUNSEL TO THE OFFICIAL  
COMMITTEE OF EQUITY HOLDERS**

Upon the application, dated September 3, 2008 (the "Application") of the Official Committee of Equity Security Holders (the "Equity Committee") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for an order pursuant to §§ 328 and 1103 of title 11, United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing the retention and employment of Farrell Fritz, P.C. ("Farrell Fritz"), as conflicts counsel to the Equity Committee *nunc pro tunc* to August 5, 2008; and upon the Declaration of Louis A. Scarcella in Support of the Application for Order Authorizing Employment and Retention of Farrell Fritz, P.C. as Conflicts Counsel to the Official Committee of Equity Security Holders; and the Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby:

ORDERED, that the Application is granted in all respects; and it is further

ORDERED that the Equity Committee is authorized to retain Farrell Fritz as its conflicts counsel, pursuant to Bankruptcy Code §§ 328 and 1103, on the terms described in the Application and the Declaration of Louis A. Scarcella, to perform necessary legal services to the Equity Committee; and it is further

ORDERED that payment of Farrell Fritz's fees and expenses shall be made, subject to Bankruptcy Court review and approval, pursuant to the terms described in the Application and the Declaration of Louis A. Scarcella, in accordance with the Order Confirming the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors, and Debtors-in-possession, signed January 25, 2008 (Docket No. 12359), all applicable provisions of the Bankruptcy Code (including Bankruptcy Code §§ 328, 330 and 331), the Bankruptcy Rules, the Local Rules and Orders of this Court, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, adopted on January 30, 1996; it is further

ORDERED that the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: September \_\_\_\_, 2008

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE